CGN Power Co., Ltd.*

中國廣核電力股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1816)

FORM OF PROXY FOR THE 2019 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING TO BE HELD ON TUESDAY, APRIL 23, 2019

Number of Domestic Shares in respect of the form of proxy	

I/We (note 1) ____

of ____

being the registered holder(s) of ______________________________ (note 2) Domestic

Shares of RMB1.00 each in the share capital of CGN Power Co., Ltd. (the "**Company**") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (note 3)

or ____

of ____

as my/our proxy to attend and act for me/us at the 2019 first domestic shareholders' class meeting of the Company (the "**Domestic Shareholders' Class Meeting**") and any adjourned meeting thereof to be held at 11:30 a.m. on Tuesday, April 23, 2019 at the Grand Ballroom, Lower Level 1, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong or immediately after the conclusion or adjournment of the 2019 first H Shareholders' class meeting of the Company to be held on the same day or any adjournment thereof (whichever is the later) for the purposes of considering and, if thought fit, passing the resolutions (note 4) as set out in the notice convening the Domestic Shareholders' Class Meeting and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below at the Domestic Shareholders' Class Meeting (and at any adjourned meeting thereof). Unless otherwise stated, capitalised terms used herein and the following resolutions shall have the same meanings as those defined in the circular of the Company dated March 8, 2019.

	Special Resolutions (note 4)	**For** (note 5)	**Against** (note 5)	**Abstain** (note 5)
1.	To consider and approve the extension of validity period of the Plan for the A Share Offering			
2.	To consider and approve the extension of the authorisation to deal with specific matters relating to the A Share Offering granted to the Board by the general meeting			

Date: ____________________ Signature(s) (note 6): ____________________

Notes:

1. Full name(s) (in Chinese and English, as shown in the register of members) and registered address(es) to be inserted in **BLOCK CAPITALS**.

2. Please insert the number of Domestic Shares registered in the name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Domestic Shares of the Company registered in your name(s).

3. If any proxy other than the chairman of the meeting is appointed, please strike out the words "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. A Shareholder may appoint one or more proxies to attend and vote on his behalf. If a Shareholder appoints more than one proxy, his proxies may only exercise voting rights in a poll. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.

4. The full text of the resolutions are set out in the circular for the Domestic Shareholders' Class Meeting dated March 8, 2019, together with which this form of proxy will be sent to Domestic Shareholders of the Company. Any Domestic Shareholder who wishes to appoint a proxy shall refer to the content of such circular first.

5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK THE BOX MARKED "ABSTAIN" BESIDE THE APPROPRIATE RESOLUTION. IN COUNTING THE VOTING RESULTS FOR A RESOLUTION, ABSTAINED VOTES WILL BE REGARDED AS VOTES WITH VOTING RIGHTS.** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Domestic Shareholders' Class Meeting other than those referred to in the notice convening the Domestic Shareholders' Class Meeting.

6. This form of proxy must be signed by you or your attorney duly authorized in writing. In the case of a corporation, this form of proxy must be either under its common seal or under the hand of its director(s) or duly authorized attorney(s). If this form of proxy is signed by an attorney of the Domestic Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

7. In the case of holders of Domestic Shares and to be valid, a form of proxy together with any power of attorney or other authorization document (if any) under which it is signed or a notarized copy of that power of attorney or authorization document must be lodged with the office of the Board at the headquarters of the Company at 18/F, South Tower, CGN Building, No. 2002, Shennan Road, Futian District, Shenzhen, Guangdong Province, PRC, no later than 24 hours before the time appointed for holding the Domestic Shareholders' Class Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Domestic Shareholders' Class Meeting if you so wish. In such event, your form of proxy will be deemed to have been revoked.

8. Domestic Shareholders or their proxies attending the Domestic Shareholders' Class Meeting shall present their identity documents.

9. A proxy need not be a Shareholder of the Company but must attend the Domestic Shareholders' Class Meeting in person to represent the Domestic Shareholder.

10. In the case of joint registered holders of any Domestic Shares, any one of such joint registered holders may vote at the Domestic Shareholders' Class Meeting, either in person or by proxy, in respect of such Domestic Shares as if he/she/it were solely entitled thereto; but should more than one of such joint registered holders be present at the Domestic Shareholders' Class Meeting, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Company in respect of such Domestic Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

* *For identification purpose only*